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Hopewell Highway Infrastructure Limited

合和公路基建有限公司*

(incorporated in the Cayman Islands with limited liability)

Stock Codes: 737 (HKD counter) and 80737 (RMB counter)

ESTABLISHMENT OF THE INDEPENDENT BOARD COMMITTEE

Reference is made to the announcement jointly issued by Hopewell Holdings Limited, Hopewell Highway Infrastructure Limited (the “**Company**”) and Shenzhen Investment International Capital Holdings Infrastructure Co., Ltd (the “**Offeror**”) dated 29 December 2017 in relation to, amongst others, (i) the proposed disposal of approximately 66.69% of the issued shares of the Company to the Offeror; and (ii) the possible unconditional mandatory cash offer by CLSA Limited for and on behalf of the Offeror to acquire all the issued shares of the Company (other than those already owned and/or agreed to be acquired by the Offeror and/or parties acting in concert with it) (the “**Joint Announcement**”). Unless the context requires otherwise, terms defined in the Joint Announcement have the same meanings when used herein.

The board of directors of the Company (the “**Board**”) would like to announce that the independent board committee of the Board (the “**Independent Board Committee**”) comprising Professor Chung Kwong POON, Mr. Yuk Keung IP, Mr. Brian David Man Bun LI and Mr. Alexander Lanson LIN, all being the independent non-executive directors of the Company, has been established for the purpose of making a recommendation to the Independent HHI Shareholders in respect of the Offer and, in particular, as to whether the Offer is fair and reasonable and as to acceptance. The recommendation of the Independent Board Committee will be included in the Composite Document.

An independent financial adviser will be appointed, subject to the approval by the Independent Board Committee, to consider the terms of the Offer and to advise the Independent Board Committee in respect of the Offer.

By Order of the Board
Hopewell Highway Infrastructure Limited
KOO Ching Fan
Company Secretary

Hong Kong, 4 January 2018

As at the date of this announcement, the Board of the Company comprises four Executive Directors namely, Sir Gordon Ying Sheung WU (Chairman), Mr. Eddie Ping Chang HO (Vice Chairman), Mr. Thomas Jefferson WU (Managing Director) and Mr. Alan Chi Hung CHAN (Deputy Managing Director); and four Independent Non-executive Directors namely, Professor Chung Kwong POON, Mr. Yuk Keung IP, Mr. Brian David Man Bun LI and Mr. Alexander Lanson LIN.

All directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.